

ŞOK MARKETLER TİCARET A.Ş.
AUDIT COMMITTEE CHARTER

PURPOSE & SCOPE

Article 1- The purpose of this arrangement is to define the duties and working principles of the Audit Committee to be established by the Board of Directors of Şok Marketler Ticaret A.Ş.

The Audit Committee is responsible for the quality and accuracy of the Company's financial statements and related disclosures, the implementation and effectiveness of the Company's accounting system, the qualifications and independence of the independent auditors, the selection of the independent audit company, the approval and review of the contract between the independent auditor and the Company, the operation of the independent audit system of the Company and its effectiveness and assisting the Board of Directors' oversight on the implementation and effectiveness of the Company's internal audit.

BASIS

Article 2- This document has been prepared within the framework of the regulations, provisions, and principles set forth in the Turkish Commercial Code, the Capital Market Law, the Company's Articles of Association, and secondary regulations of the Capital Markets Board, including the "Corporate Governance Principles."

CREATION AND STRUCTURE

Article 3- The Audit Committee consists of at least two members elected by the Board of Directors from among independent Board members.

Article 4- The Committee is appointed by the Board of Directors for a term limited to the tenure of the Board membership. The members of the Board of Directors of the Company appoint, at the first Board meeting following the General Assembly meeting in which they are elected, the Committee members to serve until the next election of Board of Directors. Expired members can be re-elected.

The Board of Directors can change the Committee members, appoint a new member to complete their term of office in case of termination, resignation, or death of a member, and can reduce / increase the number of members.

Article 5- The chairperson of the Audit Committee is determined by the committee members. In selecting the chairperson, priority is given to individuals with prior experience in a similar role, knowledge to analyze financial statements, familiarity with accounting standards, and high qualifications. At least one member of the Audit Committee must have a minimum of 5 years of experience in auditing/accounting and finance.

WORKING PRINCIPLES

Article 6- The Audit Committee convenes four times a year, at least once every three months. Committee meetings can be held by bringing together the members as well as using technological communication means. The timing of the committee meetings shall be compatible with the timing of the Board meetings as much as possible. The Chairman of the Committee is also required to convene a meeting upon the request of another Committee member, the Independent Auditor, General Manager or Assistant General Manager responsible for Finance.

The Audit Committee is entitled to invite any managers it may deem necessary to the meetings and take their opinions. Independent auditors attend the Committee meetings in the same or separate sessions with the General Manager, Assistant General Manager responsible for Finance, Internal Audit Director and Risk Manager. Independent auditors can take part in meetings on the evaluation of financial statements and provide information about their work during the relevant meeting.

Article 7- Decisions taken during Committee meetings are documented in writing. The decisions, signed by Committee members, are regularly archived. The Committee presents its findings and recommendations concerning its duties and responsibilities to the Board of Directors.

Article 8- All resources and support required for the Committee to fulfill its duties shall be provided by the Board of Directors. The Committee may invite any executive it deems necessary to its meetings and seek their opinions. Furthermore, the Committee may consult independent experts on matters it deems necessary for its activities. Fees for consultancy services required by the Committee shall be borne by the Company.

The Committee convenes with the participation of all members and takes decisions with most of the members attending the meeting, and if any, counter opinions are recorded. Committee decisions are advisory to the Board of Directors.

DUTIES AND RESPONSIBILITIES

Article 9- The duties and responsibilities of the Audit Committee are set out below.

- The Audit Committee supervises the operation and effectiveness of the Company's accounting system, public disclosure of financial data, independent audit and the internal control and internal audit system of the Company. It is responsible for the selection of the independent audit company, preparation of the independent audit contracts and initiation of the independent audit process, and supervision of the studies of the independent audit company at all stages.
- The independent audit firm to be engaged by the Company and the services to be procured from such firms shall be determined by the Audit Committee and submitted for the Board of Directors' approval.
- The independent audit firm shall submit in writing to the Audit Committee important matters concerning the Company's accounting policy and practices, alternative practices and public disclosure options previously presented to the Company management under the Board's accounting standards, potential outcomes of such practices, suggested implementation, and significant correspondence with Company management.
- To examine and resolve complaints that reach the Company concerning the accounting and internal control system and independent auditing of the Company, and to define the methods and criteria that will be applied in the evaluation of the statements that will be made by the Company employees regarding the accounting and independent auditing of the Company within the scope of the confidentiality principle.
- To take the opinions of the responsible managers of the Company and the independent auditors regarding the accuracy and compliance of the annual and interim financial statements that will be disclosed to the public, with the rules provided by the legal arrangements and

international accounting principles, and to submit these to the Board of Directors in writing together with its evaluations.

- The Audit Committee shall take necessary measures to ensure the Company's internal audit activities are carried out effectively, adequately, and transparently. To this end, it shall review the internal audit unit's activities and organizational structure and make recommendations to the Board of Directors concerning the establishment of a sound internal audit infrastructure, definition of the internal audit unit's authority and responsibilities, documentation of internal control processes, and the operation and oversight of the established system in the Company and its affiliates.
- The Audit Committee shall review and evaluate the internal audit reports prepared by the Company's internal audit unit and submit its opinions to the Board of Directors. Any issues that hinder or restrict the internal auditors' work shall be reported to the Board, along with the Committee's proposals for resolution.

OTHER ISSUES

Article 10- The Committee acts under its own authority and responsibility and advises decision-making mechanisms where it deems necessary. However, the final decision responsibility always belongs to the Board of Directors and does not eliminate the duties and responsibilities of the Board of Directors arising from the Turkish Commercial Code.

ENFORCEMENT

Article 11- This regulation concerning the duties and working principles of the Audit Committee and the revisions thereof enter into force by a resolution of the Board of Directors. The changes take effect upon the decision of the Board of Directors.